

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re: )  
 )  
 ) Case No. 04 B 42931  
Suburban Dodge of Berwyn, Inc. d/b/a )  
Suburban Dodge-Isuzu-Suzuki, an Illinois )  
Corporation, )  
 ) Chapter 11  
Debtor. )

**FINDINGS OF FACT AND CONCLUSIONS OF LAW IN SUPPORT OF ORDER AWARDING TO  
GESAS, PILATI, GESAS AND GOLIN, LTD., ATTORNEYS FOR THE DEBTOR, FOR ALLOWANCE  
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

TOTAL FEES REQUESTED:	<b>\$216,226.50</b>	TOTAL COSTS REQUESTED:	<b>\$3,587.50</b>
TOTAL FEES REDUCED:	<b>\$4,533.00</b>	TOTAL COSTS REDUCED:	<b>\$0.00</b>
TOTAL FEES ALLOWED:	<b>\$211,693.50</b>	TOTAL COSTS ALLOWED:	<b>\$3,587.50</b>

**TOTAL FEES AND COSTS ALLOWED: \$215,281.00**

THE COURT HAS UNDERLINED THE ATTACHED TIME AND EXPENSE ENTRIES THAT HAVE BEEN  
DISALLOWED IN WHOLE OR IN PART. THE NUMERICAL NOTATION THAT APPEARS ON THE LEFT  
SIDE OF EACH HIGHLIGHTED ENTRY DISCLOSES THE BASIS FOR EACH DISALLOWANCE. THE  
NUMERICAL NOTATIONS REFER TO THE ENUMERATED PARAGRAPHS BELOW.

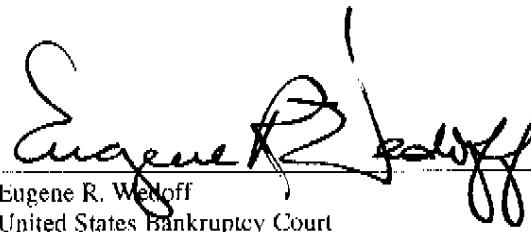
(1) **Lumping**

The Court may impose a ten percent penalty for "lumping." *In re Wildman*, 72 B.R. 700, 709 (Bankr. N.D. Ill. 1987) ("Applicants may not circumvent the minimum time requirement or any of the requirements of detail by "lumping" a bunch of activities into a single entry. [citation omitted]. Each type of service should be listed with the corresponding specific time allotment.").

(2) **Unreasonable Time**

The Court denies the allowance in part of compensation for the following task since the professional or paraprofessional expended an unreasonable amount of time on this task in light of the nature of the task, the experience and knowledge of the professional performing the task, and the amount of time previously expended by the professional or another on the task. *In re Pettibone*, 74 B.R. 293, 306 (Bankr. N.D. Ill. 1987) ("The Court will determine what is the reasonable amount of time an attorney should have to spend on a given project...An attorney should not be rewarded for inefficiency. Similarly, attorneys will not be fully compensated for spending an unreasonable number of hours on activities of little benefit to the estate." *In re Wildman*, 72 B.R. 700, 713 (Bankr. N.D. Ill. 1987) (same)).

Dated: August 25, 2005



Eugene R. Weisoff  
United States Bankruptcy Court

PERSONAL AND CONFIDENTIAL

July 29, 2005  
Invoice #: 17692  
Page 2

			Hours	Amount
(1)	11/17/2004 MLG	Telephone conference with atty Chatz re: status and account freeze. Telephone conference with Jack Phelan/DJ Jeffers/ atty Lee Gosin re: status of Chrysler foreclosure and demand and buy/sell agreement. Discuss attempt to resolve issues. A. Petition/Creditor Lists	1.00	425.00
(1)	MLG	Telephone conference with atty Sosin/D.J. Jeffers/John Phelan re: status of foreclosure and sale issues. Telephone conference with atty Chatz re: same and account seizure. A. Petition/Creditor Lists	1.00	425.00
	BLS	Commence preparation of petition by completing information already available (.4); review filing requirements, documents needed and confer with MLG (.1). A. Petition/Creditor Lists	0.50	57.50
(1)	11/18/2004 MLG	Telephone conference with attys Roche and Sosin re: TRO hearing and funding issues/ lack of retainer. A. Petition/Creditor Lists	0.50	212.50
	BLS	Prepare consent of directors authorizing the filing of an emergency chapter 11 petition (.5); research Illinois Secretary of State website and call to Secretary of State's office for corporate name and directors (.3); revisions to consent (.1). A. Petition/Creditor Lists	0.90	103.50
(1)	MLG	Appear before Judge Anderson re: TRO/ Meeting w/ atty Roche and clients to prepare emergency chapter 11/ Telephone conference with Chrysler re: alternatives and Phelan Letter Of Intent. File Chapter 11/ Appear before Judge Anderson re: filing of bankruptcy case and restraining order. A. Petition/Creditor Lists	10.00	4,250.00
	BLS	Finalize petition, list of 20 largest creditors and matrix and prepare for filing (2.9); telephone conference with Secretary of State's office re: corporate information (.2); file petition with United States Bankruptcy Court (.3); transmit copy to B. Chatz (.1); prepare additional copies for court hearing (.2); commence accumulation of names and fax numbers for 20 largest creditors for service of first day motions (.5). A. Petition/Creditor Lists	4.20	483.00
	DAG	Worked on B/D consent. A. Petition/Creditor Lists	0.20	85.00

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 10

			<u>Hours</u>	<u>Amount</u>
<b><u>E. Cash Collateral/DIP Financing</u></b>				
11/19/2004	MLG	Telephone conference with atty Chatz re: cash collateral budget and sale. E. Cash Collateral/DIP Financing	0.30	127.50
	MLG	Telephone conference with attys Chatz and Bossi re: draft cash collateral order. E. Cash Collateral/DIP Financing	0.40	170.00
	MLG	Review draft cash collateral order from Chrysler and telephone conference with atty Chatz re: same. E. Cash Collateral/DIP Financing	0.70	297.50
①	11/22/2004	MLG Telephone conference with atty Chatz re: draft cash collateral order. Review same w/ DAG. Telephone conference w/DJ Jeffers and Karen re: revised budget. E. Cash Collateral/DIP Financing	0.90	382.50
①	MLG	Drafting revisions for first day interim cash collateral motion/ Telephone conference with atty Roche re: terms and DJ Jeffers. Telephone conference with accountant re: revised budget. E. Cash Collateral/DIP Financing	2.00	850.00
①	MLG	Telephone conference with Chatz and Bossi re: revisions to the cash collateral motion/ Telephone conference with atty Wolfe at the Office of the US Trustee re: the case and cash collateral issues. E. Cash Collateral/DIP Financing	1.80	765.00
①	DAG	Worked on motion for use of cash collateral and debtor in possession financing including, review of draft order prepared by counsel for DaimlerChrysler Financial, review of UCC statements, and phone conf with counsel for DaimlerChrysler Financial. E. Cash Collateral/DIP Financing	10.00	4,250.00
①	11/23/2004	MLG Review final draft of the cash collateral order and budget. Telephone conference with Karen at the accountant's office regarding revisions. Prepare motion for filing. E. Cash Collateral/DIP Financing	1.40	595.00
	DAG	Further work on motion for use of cash collateral and debtor in possession financing (2.4); review of revised draft of interim order from lender's counsel and prepared email with my comments (0.7); review of further revised draft of interim order and prepared email with my comments (0.8); phone conf with attorney for lender re: same (0.2); review of budget for the order (0.5); phone conf with MLG with Debtor's accountant re: same (0.2); review of notice of	5.60	2,380.00

PERSONAL AND CONFIDENTIAL  
July 29, 2005  
Invoice #: 17692  
Page 11

			<u>Hours</u>	<u>Amount</u>
		motion and service list (0.2); preparation of Notice for Final hearing on the motion (0.3); review of email from lender attorney with new changes (0.3).		
		E. Cash Collateral/DIP Financing		
(1)	11/24/2004	MLG Telephone conference with atty Chatz and Bossi re: used car inventory collateral issues and advance rate re: same. Review revised cash collateral order regarding same. Forward to attys Sosin/Roche for review.	0.80	340.00
		E. Cash Collateral/DIP Financing		
(2)	MLG	Telephone conference with atty Chatz and Bossi re: final revisions to cash collateral order.	0.60	255.00
		E. Cash Collateral/DIP Financing		
(3)	MLG	Appear before Judge Wedoff re: interim cash collateral.	1.30	552.50
		E. Cash Collateral/DIP Financing		
(4)	DAG	Preparation for hearing on motion for interim order for use of cash collateral and DIP financing (0.7); met with clients re: same (0.4); phone conf with counsel for DaimlerChrysler Financial re: same (0.1); attended court hearing (1.3).	2.50	1,062.50
		E. Cash Collateral/DIP Financing		
	12/1/2004	MLG Telephone conference with DJ re: formula for non-floored used car sales.	0.40	170.00
		E. Cash Collateral/DIP Financing		
	12/2/2004	MLG Telephone conference with Beverly re: bounced checks and electronic funds transfers.	0.40	170.00
		E. Cash Collateral/DIP Financing		
	MLG	Telephone conference with DJ Jeffers and management re: daily transactions and executory defaults.	1.00	425.00
		E. Cash Collateral/DIP Financing		
	12/3/2004	MLG Telephone conference with atty Bossi re: recourse transaction due to lack of insurance and deficit thereto.	0.60	255.00
		E. Cash Collateral/DIP Financing		
	MLG	Telephone conference w/DJ Jeffers re: Chrysler car issues and credit requests.	0.50	212.50
		E. Cash Collateral/DIP Financing		

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 14

			<u>Hours</u>	<u>Amount</u>
12/23/2004	DAG	Review of analysis and several phone confs with Beverly, DJ Jeffers and M. Bossi re: accounting of Harris Bank account funds and monies due from Chrysler Motors for warranty work and rebates; also preparation of email to and phone conf with M. Bossi re: same. E. Cash Collateral/DIP Financing	1.10	467.50
	DAG	Phone conf with DJ and Beverly re: need for an analysis of all expenses incurred post-petition that remain unpaid and a budget for all expenditures through January. E. Cash Collateral/DIP Financing	0.20	85.00
12/27/2004	AAP	Telephone conference with Beverly and DAG to discuss cash collateral budget and debtor's requirements for this week; revenue projections; also, status of funds at Harris Bank; amounts owed by Chrysler Motors. E. Cash Collateral/DIP Financing	0.60	255.00
	AAP	Telephone conference with Beverly and DAG to discuss debtor's cash requirements and funds available; reviewed summary of expenses and projected revenues. E. Cash Collateral/DIP Financing	0.40	170.00
	DAG	Phone conf with M. Bossi re: Harris Bank funds and monies due from Chrylser Motors for warranty and rebate work. E. Cash Collateral/DIP Financing	0.10	42.50
	DAG	Phone conf with Beverly re: status of analysis of unpaid post petition liabilities and projected expenditures though January (0.1); received the analysis from Beverly and phone conf with Beverly re: same (0.4). E. Cash Collateral/DIP Financing	0.50	212.50
12/28/2004	DAG	Phone conf with Beverly re: revisions to cash flow analysis (0.4); phone conf with DJ Jeffers re: same (0.1); phone conf again with Beverly re: payments to be made (0.3). E. Cash Collateral/DIP Financing	0.80	340.00
	DAG	Worked on motion to direct Harris Bank to transfer funds from prepetition account to postpetition account (1.2); phone conf with Beverly re: analysis of funds in the account (0.3); preparation of email to M. Bossi requesting copies of the pledge of the account and notice to enforce the pledge (0.1). E. Cash Collateral/DIP Financing	1.60	680.00

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 18

			<u>Hours</u>	<u>Amount</u>
3/28/2005	DEB	Prepare draft of weekly budgets for Suburban Dodge. E. Cash Collateral/DIP Financing	0.20	59.00
	DEB	Conference with DAG regarding preparation of weekly budgets for Suburban. E. Cash Collateral/DIP Financing	0.30	No Charge
	DAG	Phone conf with M. Bossi and B. Chatz re: budget and cash collateral needs for April (0.1); conf with DEB re: chart to set forth cash need on a weekly basis (0.3). E. Cash Collateral/DIP Financing	0.40	170.00
3/29/2005	DEB	Telephone call to Suburban (Beverly) regarding weekly budgets. E. Cash Collateral/DIP Financing	0.10	29.50
3/30/2005	DEB	Telephone call to Suburban Dodge (Beverly) regarding preparation of weekly budgets for April 2005. E. Cash Collateral/DIP Financing	0.10	29.50
	DEB	Telephonic conference with Suburban Dodge (Beverly) regarding preparation of weekly budgets for April 2005. E. Cash Collateral/DIP Financing	0.80	236.00
	DEB	Revise drafts of weekly budgets for April 2005. E. Cash Collateral/DIP Financing	1.70	501.50
	DEB	Meeting with DAG regarding April 2005 weekly budgets. E. Cash Collateral/DIP Financing	0.30	88.50
	DEB	Draft letter to Chrysler's counsel regarding production of Suburban's April weekly budgets and review numbers. E. Cash Collateral/DIP Financing	0.70	206.50
	DAG	Phone conf with M. Bossi re: cash collateral needs. E. Cash Collateral/DIP Financing	0.20	85.00
	DAG	Review of weekly budget. E. Cash Collateral/DIP Financing	0.20	85.00
3/31/2005	MLG	Telephone conference with atty Bossi re: cash collateral/ review draft order re: same/ Telephone conference with DJ Jeffers re: limited use for a week pending factory approval of the buyer. E. Cash Collateral/DIP Financing	0.90	382.50

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 19

			<u>Hours</u>	<u>Amount</u>
(J)	3/31/2005 MLG	Appear before Judge Wedoff re: continued use of cash collateral and sale status report. E. Cash Collateral/DIP Financing	1.00	425.00
(J)	BLS	Telephone conference with DJ re: proposed April budget; fax same to DJ. E. Cash Collateral/DIP Financing	0.10	11.50
(J)	BLS	Telephone conference with Bev re: revisions to April budget (.1); recalculate and make revisions (.4); distribute revised budget (.1). E. Cash Collateral/DIP Financing	0.60	69.00
(J)	DEB	Attend motion for order continuing use of cash collateral order. E. Cash Collateral/DIP Financing	0.60	No Charge
(J)	DEB	Review amended April 2005 weekly budgets regarding change to "Sales" entry. E. Cash Collateral/DIP Financing	0.20	59.00
(J)	4/4/2005 DAG	Phone conf with Bevevly re: revised budget (0.1); phone conf with M. Bossi re: same (0.1). E. Cash Collateral/DIP Financing	0.20	85.00
(J)	4/5/2005 MLG	Appear before Judge Wedoff for continued cash collateral and sale status. E. Cash Collateral/DIP Financing	1.00	425.00
(J)	4/15/2005 DAG	Phone conf with DJ and Beverly re: budget. E. Cash Collateral/DIP Financing	0.20	85.00
(J)	4/20/2005 MLG	Telephone conference with atty Buckley re: continue use of cash collateral/DIP financing to get to March 15th. Discuss Administrative carve-out. Telephone conference with DJ Jeffers re: same. E. Cash Collateral/DIP Financing	0.40	170.00
(J)	DAG	Phone conf with B. Chatz re: status of sale and cash collateral needs. E. Cash Collateral/DIP Financing	0.20	85.00
(J)	DAG	Phone conf with F. Buckley and B. Chatz re: cash collateral needs. E. Cash Collateral/DIP Financing	0.20	85.00
(J)	4/21/2005 MLG	Appear before Judge Wedoff re: continued use of cash collateral until May. E. Cash Collateral/DIP Financing		No Charge

PERSONAL AND CONFIDENTIAL  
July 29, 2005  
Invoice #: 17692  
Page 20

			<u>Hours</u>	<u>Amount</u>
(3)	4/21/2005 MLG	Appear before Judge Wedoff for cont use of cash collateral. E. Cash Collateral/DIP Financing	1.00	425.00
	DAG	Phone conf with Beth re: need to prepare list of all open A/P and all future anticipated bills. E. Cash Collateral/DIP Financing	0.10	42.50
	DAG	Preparation for court hearing this morning including preparing exhibits to cash collateral order and conf with MLG re: status on cash needs. E. Cash Collateral/DIP Financing	0.40	170.00
	DAG	Phone conf with DJ re: outcome of the hearing and DCSNA's agreement to allow use of cash collateral to fund operations through May 3 and need to prepare new budget for May. E. Cash Collateral/DIP Financing	0.20	85.00
4/25/2005	DAG	Review of budget prepared by Beverly; phone conf with Beverly re: same; revised same. E. Cash Collateral/DIP Financing	1.30	552.50
4/26/2005	DAG	Phone conf with Beverly re: May budget (0.1); revised same (0.2); phone conf with F. Buckley re: same and sent a draft to him via email (0.2). E. Cash Collateral/DIP Financing	0.50	212.50
4/28/2005	MLG	Telephone conference with atty Buckley re: budget approval and surcharge litigation. E. Cash Collateral/DIP Financing	0.60	255.00
	DAG	Phone conf with atty Buckley re: certain items on the proposed May budget re: managers salaries (0.1); phone conf with Beverly re: same and preparation of email to F. Buckley re: same (0.1). E. Cash Collateral/DIP Financing	0.20	85.00
5/2/2005	DAG	Preparation of email to F. Buckley re: budget. E. Cash Collateral/DIP Financing	0.10	42.50
5/3/2005	DAG	Preparation for and appearance in court on continued hearing on cash collateral (1.5); preparation of letter to DJ enclosing copy of the order (0.1). E. Cash Collateral/DIP Financing	1.60	680.00

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 25

			<u>Hours</u>	<u>Amount</u>
12/10/2004	DAG	Phone conf with M. Bossi re: status of the sale and exchange of emails re: same. F. Sale of Assets to Phelan	0.20	85.00
12/12/2004	DAG	Worked on Notice to creditors. F. Sale of Assets to Phelan	0.50	212.50
12/13/2004	DAG	Worked on sale motion, procedures order and notice, and in particular review of leases, UCC statements and documentation re: Berwyn incentive agreements and Berwyn Development Corp. loan. F. Sale of Assets to Phelan	7.10	3,017.50
	DAG	Received and reviewed revised draft of Asset Purchase Agreement and phone conf with D. Sosin and DJ Jeffers re: same and then with J. Hardt. F. Sale of Assets to Phelan	0.40	170.00
	DAG	Phone conf with M. Bossi re: status of the contract (0.1); left message for M. Bossi re: status of the contract (0.1). F. Sale of Assets to Phelan	0.20	85.00
12/14/2004	MLG	Telephone conference with DJ re: Asset Purchase Agreement status and Berwyn TIF issues. F. Sale of Assets to Phelan	0.40	170.00
(2)	MLG	Telephone conference with John Phelan and his accountant re: status of signed Asset Purchase Agreement. F. Sale of Assets to Phelan	0.60	255.00
	DAG	Phone conf with J. Downs atty for Berwyn Development Corp. re: liens and interests of BDC and the proposed sale to Phelan. F. Sale of Assets to Phelan	0.30	127.50
	DAG	Several phone conferences throughout the day with DJ Jeffers and D. Sosin re: status of the contract. F. Sale of Assets to Phelan	0.30	127.50
(2)	DAG	Phone conf with MLG with Phelan and his lawyer/accountant re: status of the contract. F. Sale of Assets to Phelan	0.10	42.50
	DAG	Worked on sale motion and notice to creditors. F. Sale of Assets to Phelan	1.50	637.50

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 26

			<u>Hours</u>	<u>Amount</u>
12/15/2004	DAG	Several phone conferences during the day with DJ Jeffers re: status of the contract (0.2); phone conf with J. Hardt re: same (01.) phone conf with M. Bossi re: same (0.1). F. Sale of Assets to Phelan	0.40	170.00
	DAG	Worked on motion (0.5); met with JC and revised final contract (0.3); revised motion and notice re: same (0.5). F. Sale of Assets to Phelan	1.30	552.50
12/16/2004	MLG	Telephone conference with DJ Jeffers re: all administrative matters and preliminary sale hearing (.20). Meeting w/ DAG to review (.80). F. Sale of Assets to Phelan	1.00	425.00
	DAG	Finalized motion, notice and service list. F. Sale of Assets to Phelan	1.10	467.50
12/17/2004	DAG	Phone conf with M. Bossi re: issues related to sale e.g. trade-ins, allocation and payment of sale proceeds. F. Sale of Assets to Phelan	0.20	85.00
	DAG	Phone conf with DJ re: need to contact Phelan to deposit earnest money. F. Sale of Assets to Phelan	0.10	42.50
12/20/2004	AAP	Reviewed motion to set sale procedures and to approve sale of assets; also, proposed Asset Purchase Agreement with Phelan. F. Sale of Assets to Phelan	1.50	637.50
	DAG	Preparation for hearing tomorrow including revisions to sales procedures order. F. Sale of Assets to Phelan	0.90	382.50
	DAG	Phone conf with D. Sosin re: Berwyn Development Corp. liabilities and Berwyn incentive agreements. F. Sale of Assets to Phelan	0.30	127.50
	DAG	Phone conf with M. Bossi re: status of refinancing of real property to pay off mortgage and re: Chrysler's desire to have sale proceeds paid to it at closing of asset sale. F. Sale of Assets to Phelan	0.20	85.00
12/21/2004	MLG	Meeting w/clients to prepare for sale hearing. F. Sale of Assets to Phelan	1.00	425.00
(2)	MLG	Appear for initial sale procedures order before Judge Wedoff. F. Sale of Assets to Phelan	1.00	425.00

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 28

			<u>Hours</u>	<u>Amount</u>
12/30/2004	DAG	Phone conf with J. Downs and A. Sherry attys for Berwyn Dev. Corp. re: sale motions and hearing on January 6. F. Sale of Assets to Phelan	0.10	42.50
1/3/2005	MLG	Telephone conference with atty Sosin re: real property re-fi status and closing issues. F. Sale of Assets to Phelan	0.50	212.50
	MLG	Telephone conference with client re: re-fi status and need for additional operating cash. F. Sale of Assets to Phelan	0.40	170.00
	DAG	Phone conf with D. Sosin re: status of sale. F. Sale of Assets to Phelan	0.10	42.50
	DAG	Phone conf with J. Hardt re: ADP agreements. F. Sale of Assets to Phelan	0.10	42.50
	DAG	Phone conf with M. Roubus atty for ADP re: status of leases/contracts and sale to Phelan. F. Sale of Assets to Phelan	0.10	42.50
	DAG	Phone conf with Mario at Midway Dodge re: his interest in list of assets for sale. F. Sale of Assets to Phelan	0.10	42.50
1/4/2005	DAG	Phone conf with Skip Thompson re: possible interest in his clients of making a bid (0.2); preparation of email to S. Thompson and sent a copy of the sale motion and the Phelan contract (0.2). F. Sale of Assets to Phelan	0.40	170.00
	DAG	Began to prepare Confidentiality Agreement. F. Sale of Assets to Phelan	0.20	85.00
1/6/2005	MLG	Review sale procedures/ Meeting w/debtor to review same and status of offers and due diligence/ Attend hearing to approve sale procedures and continue cash collateral. Meeting w/clients after court to discuss operational issues. F. Sale of Assets to Phelan	3.30	1,402.50
	MLG	Telephone conference with atty Sosin re: hearing today re: sale procedures and need for pro-forma closing statement and detailed list of assets. F. Sale of Assets to Phelan	0.50	212.50

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 30

			<u>Hours</u>	<u>Amount</u>
(1)	1/14/2005 MLG	Meeting w/ clients to discuss pro-rata closing statement and application of the CMA funds. Telephone conference with atty Lyman re: sale and advertising claim. F. Sale of Assets to Phelan	1.00	425.00
	1/17/2005 BLS	E-mail executed asset purchase agreement and filed Motion for authority to sell assets to P. Sellers at Wells Fargo. F. Sale of Assets to Phelan	0.10	11.50
	MLG	Review Chrysler Motors objection to sale. Telephone conference with atty Hardt re: same and resolution via order clarification. F. Sale of Assets to Phelan	0.90	382.50
	MLG	Telephone conference with attys Chatz and Bossi re: sale objections. F. Sale of Assets to Phelan	0.60	255.00
	MLG	Telephone conference with atty Berish re: Suzuki objection to the sale/discuss possible delay and loss of purchaser. Discuss alternatives to resolve claim and Chrysler's priority lien position re: same. Telephone conference with atty Sosin re: same. F. Sale of Assets to Phelan	0.80	340.00
	DAG	Preparation for hearing tomorrow, including phone conf with D. Sosin, DJ Jeffers, and M. Bossi and B. Chatz. F. Sale of Assets to Phelan	3.50	1,487.50
	1/18/2005 MLG	Meeting w/ Debtor to discuss pending objections to sale and issues relating to closing statement valuation for funds to address objections. F. Sale of Assets to Phelan	1.00	425.00
(1)	MLG	Appear in court before Judge Wedoff re: sale motion and related objections filed thereto by Chrysler and Suzuki. Meeting w/ various counsel for creditors in an attempt to resolve the sale objections. F. Sale of Assets to Phelan	2.00	850.00
	DAG	Preparation for court hearing on motion to sell assets and attended court hearing. F. Sale of Assets to Phelan	2.80	1,190.00
	DAG	Conference after court hearing with clients re: issues to be resolved relating to the sale. F. Sale of Assets to Phelan.	0.50	212.50

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 42

			<u>Hours</u>	<u>Amount</u>
	1/11/2005 MLG	Telephone conference with DJ Jeffers re: Chrysler field audit issues/ Telephone conference with atty Chatz re: same. G. DaimlerChrysler Motors	0.50	212.50
(1)	1/14/2005 MLG	Telephone conference with atty Alsterda re: retention by Chrysler Motors and objection to sale/discuss field audit issues and assumption issues. G. DaimlerChrysler Motors	0.60	255.00
	1/18/2005 MLG	Review Chrysler field audit results/ Telephone conference with DJ Jeffers re: same and review of files. G. DaimlerChrysler Motors	0.60	255.00
(1)	1/19/2005 MLG	Review DaimlerChrysler motion to lift stay to terminate dealer agreement/ Telephone conference with atty Roche and DJ Jeffers/JC re: response to same and matching issues. G. DaimlerChrysler Motors	1.10	467.50
	DAG	Brief review of motion of Daimler Chrysler to lift the stay. G. DaimlerChrysler Motors	0.20	85.00
	1/20/2005 MLG	Telephone conference with atty Alsterda re: need to have clients re-examine the field audit. G. DaimlerChrysler Motors	0.40	170.00
	1/24/2005 MLG	Telephone conference with atty Hardt re: hearing tomorrow re: the motion to lift stay. Discuss meeting prior to hearing and status of the Chrysler application. Telephone conference with DJ Jeffers re: same and meeting tomorrow after hearing. G. DaimlerChrysler Motors	0.80	340.00
	MLG	Review e-mail from Jay Seelanders re: audit contact to re-examine the deal jackets. Telephone conference with DJ Jeffers re: same and instruct to call same. G. DaimlerChrysler Motors	0.40	170.00
	MLG	Review Chrysler's objection to sale and motion to lift stay/ memo in support thereof/ outline preliminary response for initial hearing tomorrow. G. DaimlerChrysler Motors	1.30	552.50
(1)	1/25/2005 MLG	Meeting w/ atty Hardt and debtor prior to hearing regarding Chrysler motion to lift stay to terminate dealership agreement. Appear before Judge Wedoff to respond to same and set briefing schedule and preliminary hearing re: same. G. DaimlerChrysler Motors	1.70	722.50

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 43

			<u>Hours</u>	<u>Amount</u>
	2/4/2005 MLG	Telephone conference with DJ Jeffers re: status and audit issues. G. DaimlerChrysler Motors	0.40	170.00
(1)	2/8/2005 MLG	Appear for continued hearing re: Chrysler motion to lift stay to terminate dealership agreement. Meeting w/ clients after hearing to discuss audit tomorrow and issues relating to litigation. G. DaimlerChrysler Motors	1.80	765.00
	2/10/2005 MLG	Telephone conference with DJ Jeffers re: meeting w/DaimlerChrysler financial and audit results. G. DaimlerChrysler Motors	0.50	212.50
	2/14/2005 MLG	Telephone conference with DJ Jeffers and Shay re: motion to modify stay by DaimlerChrysler. G. DaimlerChrysler Motors	0.20	85.00
	2/15/2005 MLG	Meeting w/DJ Jeffers to discuss DaimlerChrysler motion to modify lift stay/ Telephone conference with atty Roche re: same. G. DaimlerChrysler Motors	0.80	340.00
(2)	MLG	Appear before Judge Wedoff re: continued status re: DaimlerChrysler motion to lift stay to terminate dealer agreement. G. DaimlerChrysler Motors	1.00	425.00
(2)	2/24/2005 MLG	Present debtors case in court for DaimlerChrysler preliminary hearing to modify stay to terminate dealer agreement. G. DaimlerChrysler Motors	2.50	1,062.50
	3/1/2005 DEB	Read and review motion for relief from automatic stay to terminate executory contracts under section 362(d). G. DaimlerChrysler Motors	1.20	354.00
	DEB	Read and review trial order for preparation for hearing on 3/24/05. G. DaimlerChrysler Motors	0.40	118.00
	DEB	Conference with MLG regarding status of proceeding and trial preparation tasks. G. DaimlerChrysler Motors	0.30	88.50
	3/2/2005 DEB	Review case law cited in motion for relief from stay to terminate executory contracts under section 362 and motion for relief from stay. G. DaimlerChrysler Motors	1.50	442.50

PERSONAL AND CONFIDENTIAL  
July 29, 2005  
Invoice #: 17692  
Page 56

			<u>Hours</u>	<u>Amount</u>
5/17/2005 DAG	Preparation of draft order re: sale of Nine Suzukis to Fox Valley (0.2); revised motion for sale of Nine Suzukis (0.3). M. Vehicle Sales-Fox Valley Suzuki		0.50	212.50
BLS	Assist DAG with revisions to: (1) motion for sale of vehicles to Fox Valley Suzuki and (2) motion for sale of 2004 Isuzu vehicles at auction. M. Vehicle Sales-Fox Valley Suzuki		1.40	No Charge
BLS	Prepare notices of motion (.4) and minute orders (.2) for motions for order authorizing sale of: (1) vehicles to Fox Valley Suzuki and (2) new 2004 Isuzu vehicles at auction. M. Vehicle Sales-Fox Valley Suzuki		0.60	69.00
BLS	Finalize motions for sale of vehicles to Fox Valley Suzuki and for sale of new 2004 Isuzu vehicles at auction and prepare for service and filing (.4); serve same and cause to be filed (.3). M. Vehicle Sales-Fox Valley Suzuki		0.70	- 80.50
5/19/2005 DAG	Preparation for and appearance in court on motion to authorize sale of Nine Suzukis to Fox Valley. M. Vehicle Sales-Fox Valley Suzuki		0.60	255.00

**Subtotal: M. Vehicle Sales-Fox Valley Suzuki** 6.00 1,387.00

## N. Vehicle Sales-Isuzu Auction

5/16/2005 DAG	Phone conf with DJ re: desire to sell the remaining Isuzu vehicles at auction (0.1); preparation of motion for authority to sell the remaining eleven Isuzu vehicles at auction (1.1); phone conf with B. Shea re: same (0.1). N. Vehicle Sales-Isuzu Auction	1.30	552.50
5/17/2005 DAG	Preparation of draft order re: auction sale of Eleven Isuzus (0.2); revised motion (0.2). N. Vehicle Sales-Isuzu Auction	0.40	170.00
5/19/2005 DAG	Preparation for and appearance in court on motion to approve auction sale of eleven isuzu vehicles. N. Vehicle Sales-Isuzu Auction	0.60	255.00

**Subtotal: N. Vehicle Sales-Jsuzu Auction** 2.00 11,277.50

PERSONAL AND CONFIDENTIAL

July 29, 2005

Invoice #: 17692

Page 79

			<u>Hours</u>	<u>Amount</u>	
12/8/2004	DAG	Phone conf with DJ re: status of his discussions with Algonquin Bank and/or Oak Group re: insurance policies issued just prior to the bankruptcy. W. Miscellaneous	0.10	42.50	
12/10/2004	KAF	Telephone conference with Ben Schneider at Quarles & Brady, counsel for Arena Auto Auction, re: his request to be included on the official Service List. W. Miscellaneous	0.10	29.50	
12/14/2004	DAG	Phone conf with Mike at Pacific Insurance re: letter threatening to cancel insurance for failure to pay November installment (check bounced). W. Miscellaneous	0.20	85.00	
12/15/2004	DAG	Phone conf with Beverly re: insurance termination (0.1); phone conf with person at Security Pacific (insurance company) re: same (0.2); analysis of issue and phone conf with Beverly (0.2); phone conf with DJ Jeffers re: same (0.1); conf with JC re: same (0.2). W. Miscellaneous	0.80	340.00	
①	12/16/2004	MLG	Research stay/ insurance cancellation issues/ Section 365 assumption issues/ Meeting w/ DAG to discuss same and all operational issues/ review final draft of Asset Purchase Agreement and sale motion. W. Miscellaneous	2.40	1,020.00
	AAP	Meeting with DAG and MLG to discuss pending matters and allocation of responsibility for same. W. Miscellaneous	0.50	No Charge	
③	DAG	Conf with MLG and then with AAP to discuss a myriad of issues. W. Miscellaneous	1.10	467.50	
12/22/2004	BLS	Telephone conference with Beth Cisto re: court authority for employee salary increases; report to DAG. W. Miscellaneous	0.10	11.50	
	DAG	Attended meeting of creditors. W. Miscellaneous	1.70	722.50	
12/29/2004	DAG	Phone conf with Beverly re: problems in parts department due to need to pay for parts COD (0.1); phone conf with Joe, head of parts department re: same (0.1). W. Miscellaneous	0.20	85.00	